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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,)	(Jointly Administered)
)	
Debtors. ¹)	

**LIST OF AGREED EXHIBITS
REGARDING ASSUMPTION AND ASSIGNMENT OF THE MOAC LEASE**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The above captioned Debtors, MOAC Mall Holdings LLC (“MOAC”), and Transform Holdco LLC (“Buyer”), for itself and on behalf of its affiliate Transform Leaseco LLC (“Transform Leaseco”), agree and stipulate to the admissibility, but not necessarily the accuracy, reliability, or relevance, of the following exhibits only regarding the Debtors’ request to assume and assign the lease identified in this matter with Store No. 1722 (the “MOAC Lease”) to Transform Leaseco.

Buyer’s Exhibits:

EXHIBIT NO.	DESCRIPTION	NOTES
Buyer - A	Mall of America: By the Numbers	As filed as Exhibit A to ECF No. 4454.
Buyer – B	Spring 2017 Map + Directory	As filed as Exhibit B to ECF No. 4454.
Buyer – C	Relevant Portions of the Lease, REA, and Option Agreement	As filed as Exhibit C to ECF No. 4454.
Buyer - D	CPI Inflation Calculator, Bureau of Lab. Stats., https://www.bls.gov/data/inflation_calculator.htm	As filed as Exhibit D to ECF No. 4454.

MOAC Exhibits:

EXHIBIT NO.	DESCRIPTION	NOTES
1-MOAC	MOAC Lease	As filed in ECF No. 3927 at 8–88.
2-MOAC	Option to Lease Third Floor (“ <u>Third Floor Addendum</u> ”)	As filed in ECF No. 3927 at 90–96.
3-MOAC	Amended and Restated Reciprocal Easement and Operating Agreement (“ <u>MOAC REA</u> ”)	As filed in ECF No. 4451 at 59–309.
4-MOAC	MOAC Proof of Claim, dated April 9, 2019	

5-MOAC	MOAC Lease Cure Amount Summary (“MOAC Cure Summary”)	Underlying records available upon request, pursuant to FRE 1006.
6-MOAC	Debtor’s Objections and Responses to MOAC Mall Holding LLC’s Requests for Admissions from the Debtor (“ <u>Debtor IROG Responses</u> ”)	
7-MOAC	Form 10-K for Sears, Roebuck and Co., for 1991 (ending December 31, 1991) (“ <u>Sears 1991 10-K</u> ”)	
8-MOAC	Form 10-Q for Sears, Roebuck and Co., for the second quarter of 1991 (ending June 30, 1991) (“ <u>Sears 10-Q 2Q1991</u> ”)	
9-MOAC	Debtor’s Objections and Responses to MOAC Mall Holding LLC’s Requests for Admissions from the Debtor (“ <u>Debtor’s Admissions</u> ”)	
10-MOAC	MOAC Mall Holding LLC’s Requests for Admission from Transform Holdco LLC (with service email) (“ <u>Transform RFA</u> ”)	
11-MOAC	Letter from Transform, dated July 26, 2019, with objection and responses to MOAC’s discovery requests (“ <u>Transform’s Discovery Responses</u> ”)	
12-MOAC	Confidential Financials from Transform (“ <u>Transform Financials</u> ”)	
13-MOAC	Selected email correspondence, dated May 30 to June 3, 2019	As filed in ECF No. 4451 at 56–57.
14-MOAC	Form 10-K for Sears Holdings Corporation for 2017 (ending February 3, 2018) (“ <u>Sears 2017 10-K</u> ”)	
15-MOAC	Form 10-Q for Sears Holdings Corporation for the second quarter of 2018 (ending August 4, 2018) (“ <u>Sears 10-Q 2Q2018</u> ”)	
16-MOAC	Transform Holdco LLC’s [Confidential] Omnibus Reply in Support of Assumption and Assignment of Designated Leases	Confidential version of ECF No. 3654.

The Debtors, MOAC, and Transform reserve the right:

- (a) To offer any other documents, records, demonstrative exhibits, or other evidence as exhibits based on the testimony and evidence offered at the evidentiary hearing including for the purposes of rebuttal or impeachment;
- (b) To offer any exhibits listed on the exhibit lists of any party to the hearing, but without stipulation or waiver as to the accuracy or reliability of such exhibits;
- (c) To offer any document filed in the Debtors' chapter 11 case;
- (d) To offer any rebuttal evidence not listed above, to make reference to material not listed above for the purposes of impeachment, and submit any other evidentiary material that would otherwise be permitted by the applicable rules or law.

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Dated: August 16, 2019

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